



Administrative Office, 105 Hall Street, Suite A, Traverse City, MI 49684

## Board of Directors Meeting Minutes

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Feb 16, 2023

2:15 p.m.

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**Board Members Present:** Penny Morris, Ben Townsend, Rose Denny, Barb Selesky, , Dan Dekorse, Tony Lentych, Mary Marois, Kate Dahlstrom, Tom Bratton, and Greg McMorrow, Ty Wessell , Lynn Pope, Angie Griffis

**Virtual:** Pam Babcock

**Absent:** Al Cambridge, Sherry Powers

**Others Present:** Brian Martinus, Interim CEO; Lauri Fischer, Chief Financial Officer; Stacy Maiville, Executive Secretary; Heather Sleight, Administrative Specialist; Jeremiah Williams, Information Technology Supervisor; Daniel Mauk, Chief Information Officer; Tracy Andrews, Director of Integrated and Managed Health Services; Matthew Leiter, Human Resources Officer; Dean Baldwin, Network Administrator; Brian Newcomb, Director of Recipient Rights

**Virtual:** Ann Ketchum, Programmer Analyst II; Jessica Williams, Performance Improvement Specialist; Aimee Horton Johnson, Office Administrator; Michelle Dosch, Compliance Secretary; Aimee Horton-Johnson, Office Administrator; Melissa Bentgen, Accounts Payable Team Lead; Curtis Cummins, Medical Director; Kellee Hoag, Administrative Specialist, Joanie Blamer, Chief Population Officer for Mental Health Services; Kari Barker, QI Compliance Director, Darryl Washington, Director of Long-term Care

### **1. Call to Order:**

The meeting was called to order at 2:17 p.m. by Dan Dekorse

**Timekeeper** – Greg

**Confirmation of a Quorum** – Yes

**Conflict of Interest Declaration:** None was declared.

**Consideration of the Agenda:**

The Chairman, Dan Dekorse, requested the following agenda changes:

Under Governance Policies Discussion and Assessment:

- Remove Cross sector advisory proposal
- Add NLD Update

Under CEO/Linkage:

- Requested action from CEO ORR Office
- Request action from the CEO to include community collaborative in survey

## **2. Consent Agenda:**

Dan requested to remove the Board of Directors minutes and COW minutes for January from the consent agenda. He requested that the minutes reflect he was not present but absent with advance notice. The Board approved the items on the consent agenda with the requested corrections.

**MOTION:**        **Approve the Consent Agenda Items**

**RESULT:**        **ADOPTED. [UNANIMOUS]**

**MOVER:**         **Ty Wessell**

**SECONDER:**    **Rose Denny**

**MOTION:**        **Accept the minutes with the changes requested**

**RESULT:**        **ADOPTED. [UNANIMOUS]**

**MOVER:**         **Tony Lentych**

**SECONDER:**    **Kate Dahlstrom**

## **3. Ownership Linkage:**

A. **Citizen Comment:** None.

## **4. Chief Executive Officer's Report:**

Brian, the Interim Chief Executive Officer, reviewed the CEO Report. He mentioned that the agency is starting to fill more vacancies and that the hiring is now on an upward trend.

Additions to Brian's meetings - Wexford County Public Mental Health Listening Session on March 1, 2023, and Roscommon County Listening Session March 2, 2023

Brian mentioned that the telephone survey will be conducted, and the results will be published when it is complete. He also mentioned that the organizational survey and media coverage are attached to his report for the Board to review.

## **5. Chief Financial Officer's Report:**

Lauri Fischer gave the Chief Financial Officer's Report. Lauri spoke about the Habilitation Supports Waiver, auditing processes, Medicaid spending, residential and inpatient usage. The CFO mentioned that all the financial closing is due at the end of this month, and it has been submitted to the NMRE two weeks early. The CFO also reviewed the data presented in her spreadsheet and the contracts page.

## **6. Northern Michigan Regional Entity Report:**

The minutes were included in the packet. There was discussion about the spending for counties.

## **7. Assurance Of Organizational Performance:**

### **A. Receipt of Board Monitoring Report & CEO Response to Monitoring Report:**

<b>MOTION:</b>	<b>The Board finds the organization 100% in compliance with Policy 2.6 Community Resources</b>
<b>RESULT:</b>	<b>ADOPTED. [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Rose Denny</b>
<b>SECONDER</b>	<b>Tom Bratton</b>

<b>MOTION:</b>	<b>The Board finds the organization 90% in compliance with Policy 2.10 Administrative Cost</b>
<b>RESULT:</b>	<b>ADOPTED. [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Rose Denny</b>
<b>SECONDER</b>	<b>Tom Bratton</b>

### **B. New Operational Worries:**

-Follow-up on previous Interim CEO's concern raised in September 2022:

Dan mentioned that the situation in question had hit a brick wall because the Board member involved did not keep the email. Tony asked if the attorney could make contact and if there are any findings then return that information back to the Board. Dan stated that he will act on Tony's suggestion.

### **C. February Monitoring Assignment:**

The Board was given the February monitoring report homework, Policy 2.2- Treatment of Employed Workforce Members (Internal Inspection).

## **8. Board Means Self-Assessment:**

### **A. Receipt of Board Monitoring Report & CEO Response to Monitoring Report:**

<b>MOTION:</b>	<b>The Board is in 78% Compliance with policy 3.1 Board Job Description, 81% in compliance with policy 3.9 CEO Compensation, and 90% in compliance with policy 3.10 Board Member Conflict of Interest</b>
<b>RESULT:</b>	<b>ADOPTED. [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Rose Denny</b>
<b>SECONDER:</b>	<b>Barb Selesky</b>

### **B. February Monitoring Assignment:**

The Board was given the February monitoring report homework, 3.5 Meeting Agendas and Schedules (Direct Inspection).

## **9. Governance Policies Discussion and Assessment:**

**A. Ends: None.**

**B. Executive Limitations: None.**

**C. Governance Process/Ownership Linkage:**

-Ad Hoc Finance Committee Recommendations:

Ty moved to approve the recommendations submitted by the Ad Hoc Finance Committee. Mary supported. There was discussion among Board members about the recommendations. Tony stated he does not agree with not having a finance committee. Kate agreed with Tony's statement. After additional discussion, the Board agreed to wait on the vote and further discussion until Al, the Chair of the Ad Hoc Finance Committee is present. Ty agreed to withdraw his motion.

- Board By- Laws – Review and Approve:

Greg motioned to approve the By-laws as they are currently written. Ty supported. The By-laws discussion led into the discussion about the per diem rates and that policy. The Chair brought up the amount Grand Traverse County pays per diem and suggested striking out the current per diem rate in the policy. The CFO spoke to this issue and reminded the Board that if they choose to change the per diem policy they would have to change it in three different places or wait until October 1<sup>st</sup> and change it at the start of the fiscal year. There was additional discussion about this issue and the complexities that changing it now would carry. Tony moved to table this discussion until the Chair had more information, Dan agreed to table the By-laws and policy 3.8.6 discussion.

- NLD Update: Mary provided an update on the last NLD meeting. Mary mentioned that the NLD is hoping to have the ARC present at the Board Education session in March, and that ARC is hoping to move into the region and work with the local community.

**D. Board/CEO Linkage:**

- Request action from the CEO for ORR Office:

The RRAC brought an issue to the Board regarding the required protections of the ORR. The ORR Director, Brian gave some background on the issue and the history as to why this issue has been brought to the Board. Board members discussed this topic and had their questions regarding it answered.

**MOTION:**        **Accept the recommendation of the RRAC to Instruct the Interim CEO to provide an internal investigation and address the matter that was brought to the attention of the RRAC.**

**Roll Call Vote: Yes-** P. Morris, B. Townsend, R. Denny, B. Selesky, D. Dekorse, T. Lentych, M. Marois, K. Dahlstrom, T. Bratton, G. McMorrow, T. Wessell, L. Pope, A.Griffis

**No-** None

**RESULT:**        **ADOPTED. [UNANIMOUS]**

**MOVER:**        **Tony Lentych**

**SECONDER**     **Ben Townsend**

**MOTION:** Include Community collaboration in future surveys

**RESULT:** ADOPTED. [UNANIMOUS]

**MOVER:** Mary Marois

**SECONDER:** Tony Lentych

## 10. Ownership Linkage:

- a. Citizen Comment: None.

## 11. Announcements/Board Member Reports/Board Association:

The Chair of the Board, Dan Dekorse, mentioned that he will not be renewing his seat on the Board and would like the NLD to take nominations for the Board Chair. He suggested that Board elect the new chair at the March 16<sup>th</sup> Board meeting since his term is up on March 31, 2023. Dan Appointed Ben Townsend to the RRAC committee and mentioned that someone will have to take his place on the CMHA committee. He suggested that it would be best for the new Chair to take his place on the CMHA committee.

Mary spoke about the recent CMHA conference and gave encouraging words about the Executive Secretary. Ty also praised the Executive Secretary and all of the NLCMHA staff. Greg praised Dan on his work as the Board chair. Kate mentioned an upcoming listening session that a senator is having and expressed the importance of workforce incentives. Penny mentioned that she recently attended the Crisis forum at NMC noted the how well the event went.

**12. Agenda Planning:** No specific items were discussed. The next meeting will be held in Traverse City on March 16, 2023.

## 13. Meeting Evaluation:

- #1 – We spent our time on the most important governance topics – Fair
- #2 – We encouraged diversity of viewpoints – Excellent
- #3 – Our decisions were made collectively – Excellent
- #4 – The Board used it's time effectively – Satisfactory

## 14. Adjournment:

The meeting adjourned at 3:45 p.m.

Respectfully Submitted,

Dan Dekorse, Chairperson

Sherry Powers, Board Secretary

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Stacy Maiville, Executive Secretary